

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

**ANNUAL AUDITED REPORT
FORM X-17A-5
PART III**

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FACING PAGE

**Information Required of Brokers and Dealers Pursuant to Section 17 of the
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder**

REPORT FOR THE PERIOD BEGINNING 7/1/2010 AND ENDING 6/30/2011
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: Mewbourne Securities, Inc.

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

3901 S. Broadway

(No. and Street)

Tyler,

Texas

75701

(City)

(State)

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

BDO Seidman, LLP

(Name - if individual, state last, first, middle name)

700 North Pearl, Suite 200

Dallas,

Texas

75201

(Address)

(City)

(State)

(Zip Code)

CHECK ONE:

- ☒ Certified Public Accountant
☐ Public Accountant
☐ Accountant not resident in United States or any of its possessions.



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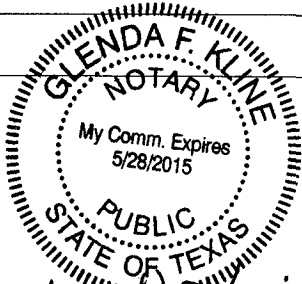
*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

KH 9/8

KH 9/8

OATH OR AFFIRMATION

I, John Roe Buckley, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Mewbourne Securities, Inc., as of June 30, 20 11, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:



Glenda F. Kline
Notary Public

John Buckley
Signature
President
Title

This report ** contains (check all applicable boxes):

- ☒ (a) Facing Page.
- ☒ (b) Statement of Financial Condition.
- ☒ (c) Statement of Income (Loss).
- ☒ (d) Statement of Changes in Financial Condition.
- ☒ (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
- ☐ (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- ☒ (g) Computation of Net Capital.
- ☐ (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- ☐ (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- ☐ (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- ☐ (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- ☒ (l) An Oath or Affirmation.
- ☐ (m) A copy of the SIPC Supplemental Report.
- ☐ (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

****For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).**

Mewbourne Securities, Inc.

**Statement of Financial Condition
and Supplemental Information
Filed Pursuant to SEC Rule 17a-5(e)(3)
Under the Securities Exchange Act of 1934
Year Ended June 30, 2011**

Mewbourne Securities, Inc.

**Statement of Financial Condition
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Filed Pursuant to SEC Rule 17a-5(e)(3)
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Statement of Financial Condition
and Supplemental Information
Filed Pursuant to SEC Rule 17a-5(e)(3)
Year Ended June 30, 2011

Mewbourne Securities, Inc.

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Suite 2000
Dallas, Texas 75201

Independent Auditors' Report

Board of Directors
Mewbourne Securities, Inc.
Tyler, Texas

We have audited the accompanying statement of financial condition of Mewbourne Securities, Inc. (the Company), a wholly-owned subsidiary of Mewbourne Holdings, Inc., as of June 30, 2011, and the related statements of operations, stockholder's equity, and cash flows for the year then ended that the Company is filing pursuant to Rule 17a-5 under the Securities Exchange Act of 1934. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Mewbourne Securities, Inc. as of June 30, 2011, and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Our audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplemental information is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by Rule 17a-5 of the Securities and Exchange Act of 1934. These schedules are the responsibility of the Company's management. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

BDO USA, LLP

Dallas, Texas
August 19, 2011

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BDO is the brand name for the BDO network and for each of the BDO Member Firms.

Financial Statements

Mewbourne Securities, Inc.
Statement of Financial Condition

<i>June 30,</i>	2011
Assets	
Cash	\$ 34,314
Marketable securities	15,180
<hr/>	
Total assets	\$ 49,494
<hr/>	
Liabilities and Stockholder's Equity	
Accounts payable, affiliate	\$ 1,231
Stockholder's equity:	
Common stock, \$.01 par value, 1,000 shares authorized issued and outstanding	10
Additional paid-in capital	404,881
Accumulated deficit	(356,628)
<hr/>	
Total stockholder's equity	48,263
<hr/>	
Total liabilities and stockholder's equity	\$ 49,494
<hr/>	

See accompanying notes to financial statements.

Mewbourne Securities, Inc.

Statement of Operations

<i>Year ended June 30,</i>		2011
<hr/>		
Revenue		
Unrealized gain on investments	\$	4,512
Expenses		
Registration fees		19,669
Office services		15,975
Professional services		43,914
Other taxes		1,200
SIPC fees		300
<hr/>		
Total expenses		81,058
<hr/>		
Net loss	\$	(76,546)
<hr/>		

See accompanying notes to financial statements.

Mewbourne Securities, Inc.
Statement of Stockholder's Equity

	<u>Common Stock</u>		<u>Additional</u>		<u>Accumulated</u>		<u>Total</u>
	<u>Shares</u>	<u>Amount</u>	<u>Paid-in</u>	<u>Capital</u>	<u>Deficit</u>		
Balance at June 30, 2010	1,000	\$ 10	\$ 344,881	\$	(280,082)	\$	64,809
Capital contributions	-	-	60,000		-		60,000
Net loss	-	-	-		(76,546)		(76,546)
Balance at June 30, 2011	1,000	\$ 10	\$ 404,881	\$	(356,628)	\$	48,263

See accompanying notes to financial statements.

Mewbourne Securities, Inc.

Statement of Cash Flows

<i>Year ended June 30,</i>	2011
Cash flows from operating activities	
Net loss	\$ (76,546)
Gain on investments	(4,512)
Adjustments to reconcile net loss to net cash used in operating activities:	
Increase in accounts payable, affiliates	12
Net cash used in operating activities	(81,046)
Cash flows from financing activities	
Capital contributions	60,000
Net cash provided by financing activities	60,000
Decrease in cash and cash equivalents	(21,046)
Cash, beginning of year	55,360
Cash, end of year	\$ 34,314

See accompanying notes to financial statements.

Mewbourne Securities, Inc.

Notes to Financial Statements

1. Organization and Significant Accounting Policies

Organization

Mewbourne Securities, Inc. (the “Company”) is a broker-dealer registered with the Securities and Exchange Commission and is a member of the Financial Industry Regulatory Authority, Inc. (“FINRA”). The Company is a Texas corporation that is a wholly-owned subsidiary of Mewbourne Holdings, Inc. (“MHI”). The Company facilitates the sponsorship of interests in certain oil and gas limited partnerships. The Company does not receive any fees in performing this function.

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Marketable Securities

The investment in NASDAQ common stock is shown as marketable securities in the accompanying Statement of Financial Condition and is classified as trading. Accordingly, such securities are carried at fair value. In accordance with the provision of Rule 15c3-1, unrealized holding gains related to these securities have been included in the computation of net capital as defined.

Subsequent Events

In the preparation of its financial statements, the Company considered subsequent events through August 19, 2011, which was the date the Company’s financial statements were available to be issued.

2. Income Taxes

The Company is included in MHI’s consolidated federal income tax return. Current income tax expense is calculated on a current basis at the MHI (consolidated) level and then allocated to the Company based on the ratio of its respective taxable income to the aggregate taxable income of all entities in the consolidated group that have taxable income. The Company reimburses MHI for its share of allocated taxes, but receives no reimbursement from MHI related to its allocated share of tax benefits. No deferred taxes are provided.

3. Fair Value Measurements

Effective July 1, 2008, we adopted ASC 820 Fair Value Measurements (formerly SFAS 157), which provides a framework for measuring fair value under accounting principles generally accepted in the United States of America. ASC 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 requires that valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs. ASC 820 also establishes a fair value hierarchy which prioritizes the valuation inputs into three broad levels. Level 1 inputs

Mewbourne Securities, Inc.

Notes to Financial Statements

are quoted prices in active markets for identical assets or liabilities. All of the Company's marketable securities fall into Level 1 and consist of NASDAQ common stock valued using quoted market prices at June 30, 2011.

4. Net Capital Requirements

Pursuant to the net capital provisions of the Uniform Net Capital Rule (Rule 15c3-1) of the Securities Exchange Act of 1934, the Company is required to maintain a minimum amount of net capital as defined under such provisions. At June 30, 2011 the Company had net capital of \$45,606 (as defined) and a minimum net capital requirement of \$5,000.

The Company's net capital ratio (aggregate indebtedness to net capital) at June 30, 2011 approximated .03:1. The Company is required to maintain a net capital ratio of 15:1 or less.

The Company handled no customer securities or accounts during the period ended June 30, 2011, and accordingly is not subject to the requirements under SEC rule 15c3-3.

5. Related Party Transactions

Mewbourne Oil Company (MOC), an affiliate, provides a variety of services to the Company. MOC charges the Company for overhead reimbursements as well as accounting and other office services. Such charges in the amount of \$15,975 are classified as office services on the accompanying Statement of Operations.

Accounts payable, affiliate, at June 30, 2011, consisted entirely of reimbursements owed to MOC for expenses MOC paid on behalf of the Company.

6. Subordinated Liabilities

The Company had no subordinated liabilities at any time during the year ended June 30, 2011. Therefore, a statement of changes in liabilities subordinated to claims of general creditors has not been presented.

7. Financial Condition and Liquidity

The Company has historically generated operating losses and its activities have not provided the cash necessary to fund its operations or its financing and investing activities. As a result, the Company has been dependent upon MHI to contribute the capital necessary to fund its operations.

Management of the Company believes that it has sufficient cash on hand at June 30, 2011 to fund its operations and its financing and investing activities through June 30, 2012 without any additional capital contribution from MHI. In addition, although there is no legal or contractual requirement for it to do so, MHI has reaffirmed its ability and intent to provide additional capital contributions to the Company through at least August 31, 2012 if necessary.

Supplemental Schedule

Mewbourne Securities, Inc.

Schedule I - Computation of Net Capital under Rule 15c3-1 of the Securities and Exchange Commission

Net Capital:	Amount
Total stockholder's equity	\$ 48,263
Net capital before haircuts	48,263
Haircut on security position	(2,657)
Net capital	45,606
Less net capital requirement	(5,000)
Excess net capital	\$ 40,606
Aggregate indebtedness	\$ 1,231
Ratio of aggregate indebtedness to net capital	3%

Statement Pursuant to Rule 17a-5(d)(4)

A reconciliation of the Company's computation of net capital as reported was not prepared as there are no material differences between the Company's computation of net capital included in its unaudited Form X-17A-5 Part II and the computation contained herein.

The Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3 and the Information Relating to Possession or Control Requirements Under Rule 15c3-3 have been omitted because Mewbourne Securities, Inc. claims exemption from the requirements of Rule 15c3-3 under paragraph (k)(2)(i).



**Independent Registered Public Accounting Firm's Report on Internal Control
Required by Securities and Exchange Commission Rule 17a-5**

Board of Directors
Mewbourne Securities, Inc.
Tyler, Texas

In planning and performing our audit of the financial statements and supplemental schedules of Mewbourne Securities, Inc. (the Company), a wholly owned subsidiary of Mewbourne Holdings, Inc., as of and for the year ended June 30, 2011, in accordance with auditing standards generally accepted in the United States of America, we considered the Company's internal control over financial reporting (internal control) as a basis for designing our auditing procedures for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we do not express an opinion on the effectiveness of the Company's internal control.

Also, as required by Rule 17a-5(g)(1) of the Securities and Exchange Commission (SEC), we have made a study of the practices and procedures followed by the Company, including tests of compliance with such practices and procedures that we considered relevant to the objectives stated in Rule 17a-5(g) in making the periodic computations of aggregate indebtedness and net capital under Rule 17a-3(a)(11) and for determine compliance with the exemptive provisions of Rule 15c3-3. Because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities, we did not review the practices and procedures followed by the Company in any of the following:

- (1) Making the quarterly securities examinations, counts, verifications and comparisons, and the recordation of differences required by Rule 17a-13.
- (2) Complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System.
- (3) Obtaining and maintaining physical possession or control of all fully paid and excess margin securities of customers as required by Rule 15c3-3.

The management of the Company is responsible for establishing and maintaining internal control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls, and of the practices and procedures referred to in the preceding paragraph, and to assess whether those practices and procedures can be expected to achieve the SEC's above-mentioned objectives. Two of the objectives of internal control and the practices and procedures are to provide management with reasonable but not absolute assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition, and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in conformity with accounting principles generally accepted in the United States. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.



Because of inherent limitations in internal control or the practices and procedures referred to above, error or fraud may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

A *control deficiency* exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A *significant deficiency* is a deficiency, or a combination of deficiencies, in internal control over financial reporting that is less severe than a material weakness, yet important enough to merit attention by those responsible for oversight of the company's financial reporting.

A *material weakness* is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

Our consideration of internal control was for the limited purpose described in the first and second paragraphs and would not necessarily identify all deficiencies in internal control that might be material weaknesses. We did not identify any deficiencies in internal control and control activities for safeguarding securities that we consider to be material weaknesses, as defined above.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Company's practices and procedures, as described in the second paragraph of this report, were adequate at June 30, 2011 to meet the SEC's objective.

This report is intended solely for the use of the Board of Directors, management, the SEC, the Financial Industry Regulatory Authority, Inc. (FINRA) and other regulatory agencies that rely on Rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and is not intended to be and should not be used by anyone other than these specified parties.

BDO USA, LLP

Dallas, Texas
August 19, 2011